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15 **UNITED STATES DISTRICT COURT  
16 NORTHERN DISTRICT OF CALIFORNIA**

17 IN RE VERIFONE HOLDINGS, INC.  
18 SHAREHOLDER DERIVATIVE  
19 LITIGATION

20 This Document Relates To:

21 Master File No. C 07-06347 MHP

22 Judge: The Hon. Marilyn H. Patel  
23 Courtroom 15

24 **[PROPOSED] ORDER  
25 CONSOLIDATING RELATED  
26 SHAREHOLDER DERIVATIVE  
27 ACTIONS AND APPOINTING LEAD  
28 PLAINTIFF AND LEAD COUNSEL**

29 [See additional captions on following pages]

1	2 CHARLES R. KING, Derivatively on 3 Behalf of Nominal Defendant, 3 VERIFONE HOLDINGS, INC., 4 Plaintiff, 5 vs. 6 DOUGLAS G. BERGERON, JAMES 7 C. CASTLE, LESLIE G. DENEND, 8 ALEX W. (PETE) HART, ROBERT B. HENSKE, EITAN RAFF, CHARLES R. RINEHART, COLLIN E. ROCHE, CRAIG A. BONDY, and BARRY ZWARENSTEIN, 10 Defendants, 11 -and- 12 VERIFONE HOLDINGS, INC., 13 <u>NOMINAL DEFENDANT.</u>	Case No. C 07-cv-06347-MHP
14	15 ARTHUR HILBORN, Derivatively on Behalf of Nominal Defendant, VERIFONE HOLDINGS, INC., 16 Plaintiff, 17 vs. 18 DOUGLAS G. BERGERON, JESSE ADAMS, ISAAC ANGEL, WILLIAM ATKINSON, CRAIG A. BONDY, JAMES C. CASTLE, LESLIE G. DENEND, ALEX W. HART, ROBERT B. HENSKE, CHARLES R. RINEHART, COLLIN E. ROCHE, ELMORE WALLER, and BARRY ZWARENSTEIN, 23 Defendants, 24 -and- 25 VERIFONE HOLDINGS, INC., 26 <u>NOMINAL</u> <u>DEFENDANT.</u>	Case No. C 08-cv-01132-PVT
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1 ARUNBHAI PATEL, Derivatively on  
2 Behalf of Nominal Defendant,  
3 VERIFONE HOLDINGS, INC.,  
4 Plaintiff,  
5 vs.  
6 DOUGLAS G. BERGERON, JESSE  
7 ADAMS, ISAAC ANGEL, WILLIAM  
8 ATKINSON, CRAIG A. BONDY,  
9 JAMES C. CASTLE, LESLIE G.  
10 DENEND, ALEX W. HART, ROBERT  
11 B. HENSKE, CHARLES R.  
12 RINEHART, COLLIN E. ROCHE,  
13 ELMORE WALLER, and BARRY  
14 ZWARENSTEIN,  
15 Defendants,  
16 -and-  
17 VERIFONE HOLDINGS, INC.,  
18 NOMINAL DEFENDANT.

Case No. C 08-cv-01133-HRL

15 MARY LEMMOND and WANDELL  
16 EVERETT, Derivatively on Behalf of  
17 VERIFONE HOLDINGS, INC.,  
18 Plaintiff,  
19 vs.  
20 DOUGLAS G. BERGERON, BARRY  
21 ZWARENSTEIN, JESSE ADAMS,  
22 ISAAC ANGEL, ELMORE WALLER,  
23 COLLIN E. ROCHE, JAMES C.  
24 CASTLE, LESLIE G. DENEND,  
25 ALEX W. HART, ROBERT B.  
26 HENSKE, CHARLES R. RINEHART,  
27 EITAN RAFF, WILLIAM G.  
28 ATKINSON, CRAIG A. BONDY,  
GTCR GOLDER RAUNER, LLC, and  
DOES 1-25, inclusive,  
Defendants,  
-and-  
VERIFONE HOLDINGS, INC., a  
Delaware Corporation  
NOMINAL DEFENDANT.

Case No. C 08-cv-01301-RS

1       On April 28, 2008, the Court held a hearing concerning Plaintiffs' motions to consolidate the  
 2 various VeriFone Holdings, Inc. ("VeriFone") shareholder derivative actions in this District and to  
 3 appoint lead plaintiff and lead counsel [Dkt. Nos. 15, 18, & 20 filed in *King v. Bergeron, et al.*, C  
 4 07-6347-MHP]. Upon consideration of the motions, and all responses thereto, and good cause  
 5 appearing therefore, it is hereby ORDERED as follows:

6 **I. CONSOLIDATION OF ACTIONS**

7       1. The following VeriFone shareholder derivative actions are consolidated pursuant to  
 8 Rule 42(a) of the Federal Rule of Civil Procedure for all purposes, including pretrial proceedings,  
 9 trial and appeal (the "Consolidated VeriFone Shareholder Derivative Action"):

CASE NAME	CASE NO.	DATE ACTION FILED	JUDGE
<i>King v. Bergeron, et al.</i>	C 07-6347-MHP	December 14, 2007	Hon. Marilyn H. Patel
<i>Hilborn v. Bergeron, et al.</i>	C 08-1132 MHP	February 26, 2008	Hon. Marilyn H. Patel
<i>Patel v. Bergeron, et al.</i>	C 08-1133 MHP	February 26, 2008	Hon. Marilyn H. Patel
<i>Lemmond, et al. v. VeriFone Holdings, Inc., et al.</i>	C 08-1301-MHP	March 5, 2008	Hon. Marilyn H. Patel

17       2. Any other shareholder derivative actions now pending or later filed in, or transferred  
 18 to, this District which arise out of or are related to the same facts as alleged in the above-identified  
 19 cases shall be consolidated for all purposes, if and when they are brought to the Court's attention.  
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21       3. Every pleading filed in the Consolidated VeriFone Shareholder Derivative Action  
 22 shall bear the following caption:  
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1  
2                   **UNITED STATES DISTRICT COURT**  
3                   **NORTHERN DISTRICT OF CALIFORNIA**

4                   IN RE VERIFONE HOLDINGS, INC.  
5                   SHAREHOLDER DERIVATIVE  
6                   LITIGATION

Master File No. C 07-6347 MHP

Judge: The Hon. Marilyn H. Patel

Courtroom: 15

7                   This Document Relates To: No. CV 07 6347  
8                   (King); No. CV 08 1132 (Hilborn); No. CV 08  
9                   1133 (Patel); No. CV 08 1301 (Lemmond).

10                  **II. APPOINTMENT OF LEAD PLAINTIFF AND LEAD COUNSEL**

11                  4. Charles R. King shall be appointed Lead Plaintiff of the Consolidated VeriFone  
12 Shareholder Derivative Action.

13                  5. The law firm of Scott + Scott, LLP shall be appointed Lead Counsel for plaintiffs in  
14 the Consolidated VeriFone Shareholder Derivative Action.

15                  6. Lead Counsel shall have authority to speak for plaintiffs in matters regarding pretrial  
16 and trial procedure and settlement negotiations, and shall make all work assignments in such manner  
17 as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or  
18 unproductive effort.

19                  7. Lead Counsel shall be responsible for coordination of all activities and appearances  
20 on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion,  
21 request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs except  
22 through Lead Counsel.

23                  8. Lead Counsel also shall be available and responsible for communications to and from  
24 this Court. Lead Counsel shall be responsible for the creation and maintenance of a master service  
25 list of all parties and their respective counsel.

26                  9. Defendants' counsel may rely upon all agreements made with Lead Counsel, or other  
27 duly authorized representatives of plaintiffs, and such agreements shall be binding on plaintiffs.

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2 **III. SCHEDULE**

3       10. Lead Plaintiff shall file and serve a Consolidated Complaint in the Consolidated  
4 VeriFone Shareholder Derivative Action, which will supersede all existing complaints filed in these  
5 actions, by June 13, 2008. Defendants need not respond to any of the pre-existing complaints.

6       11. Defendants shall answer or otherwise respond to the Consolidated Complaint by  
7 August 1, 2008.

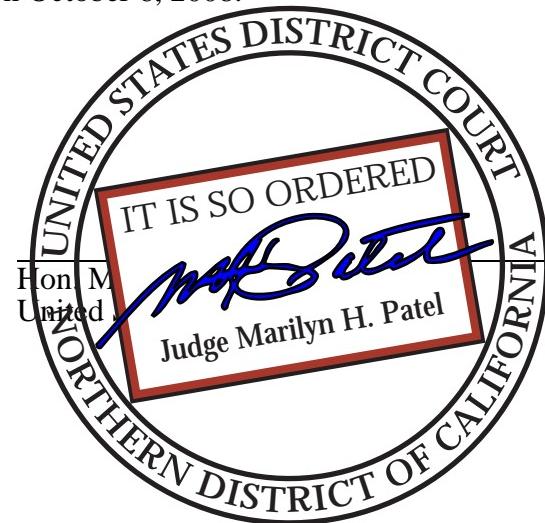
8       12. In the event Defendants filed any motion in response to the Consolidated Complaint,  
9 including any motion under Rule 12 of the Federal Rules of Civil Procedure, Lead Plaintiff shall file  
10 and serve his opposition by September 8, 2008.

11       13. Defendants shall file any reply to Lead Plaintiff's opposition by September 22, 2008.

12       14. Motions will be heard at 2:00 p.m. on October 6, 2008.

13  
14 **IT IS SO ORDERED**

15  
16 Dated: May 14, 2008



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## CERTIFICATE OF SERVICE

I hereby certify that on May 13, 2008, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system.

I certify under penalty of perjury under the laws of the United States of America that the  
forgoing is true and correct. Executed on May 13, 2008.

/s/ Arthur L. Shingler III  
**ARTHUR L. SHINGLER III**

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